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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 15, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23303-A FILED
JAN 15 '03 12-26 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement No. 1 to Memorandum of Lease Agreement, Equipment Schedule 01, dated as of June 12, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 23303.

The names and addresses of the parties to the enclosed document are:

Lessor: Key Equipment Finance
a division of Key Corporate Capital Inc.
66 South Pearl Street
8th Floor
Albany, New York 12207

Lessee: RailTex, Inc.
300 Broken Sound Boulevard, N.W.
Boca Raton, Florida 33487

A description of the railroad equipment covered by the enclosed document is:

Mr. Vernon A. Williams
January 14, 2003
Page Two

A short summary of the document to appear in the index is:

Supplement No. 1 to Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 23303-A FILED

JAN 15 '03

12-26 PM

SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 1 TO
MEMORANDUM OF LEASE AGREEMENT
EQUIPMENT SCHEDULE 01

Dated as of June 12, 2001

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,
Lessor

and

RAILTEX, INC.
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2001, at ____:____.M
Recordation Number _____

**SUPPLEMENT NO. 1 TO
MEMORANDUM OF LEASE AGREEMENT**

THIS SUPPLEMENT dated as of June 12, 2001 supplements and amends that certain Memorandum of Lease Agreement by and between **RAILTEX, INC.**, a Texas corporation ("**Lessee**"), and **KEY EQUIPMENT FINANCE (formerly known as KeyCorp Leasing), A DIVISION OF KEY CORPORATE CAPITAL INC.**, a Michigan corporation ("**Lessor**").

WITNESSETH

1. Pursuant to the Master Equipment Lease Agreement, dated December 27, 2000, together with Equipment Schedule No. 01 thereto dated December 27, 2000, as amended (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor twenty-five (25) locomotive(s), including, but not limited to the locomotive bearing the railroad reporting marks and road numbers 3846 NECR ("Locomotive").
2. The Locomotive suffered a casualty and Lessee has requested that Lessor substitute the Locomotive with a new Locomotive bearing the railroad reporting marks and road numbers as set forth on Exhibit A (the "New Locomotive").
3. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.
4. This Supplement No. 1 to Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

Lessee:

KEY EQUIPMENT FINANCE (formerly known as RAILTEX, INC.
KeyCorp Leasing), A DIVISION OF
KEY CORPORATE CAPITAL INC.

By: 
Name:
Title:

Sandra L. Costanzo
Regional Business
Unit Manager

X 
Name:
Title:

Michael J. Howe
VP/Treasurer

COUNTY OF ALBANY

) SS.:


Elizabeth A. Murphy
NOTARY PUBLIC

STATE OF FLORIDA)

) SS.:

COUNTY OF PALM BEACH)

Barthylenger
NOTARY PUBLIC

NOTARY PUBLIC

STATE OF FLORIDA

Dorothy Singer
Notary Public, State of Florida
Commission No. CC 664140
My Commission Exp. 07/16/2001

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.